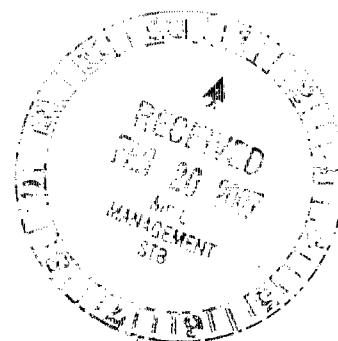


FEB 21 '07

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## SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

February 15, 2007

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Amendment to Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of an Amendment to Memorandum of Lease Agreement, dated January 4, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 26550-B.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Pacific BioEnergy Corporation  
12080 Willow Cale Forest Road  
Prince George, BC  
V2N 2K8 Canada

A description of the railroad equipment covered by the enclosed document is for fourteen (14) 5161 cu. ft. covered hopper cars with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.  
Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne  
Rail Documentation Specialist

Enclosures

ASSGN. NO.: PBEC012

FEB 21 '07

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## AMENDMENT TO MEMORANDUM OF LEASE

**THIS AMENDMENT TO MEMORANDUM OF LEASE** (the "Memorandum") is made and entered into as of this the 4th day of January, 2007, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Pacific BioEnergy Corporation ("Lessee"), a British Columbia corporation.

SURFACE TRANSPORTATION BOARD

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 1, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 2 (and such Lease Agreement) was i) filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on September 14, 2006 at 4:10 p.m. under secondary Recordation Number 26550-B and ii) deposited at the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on September 13, 2006 at 1:08 p.m.


**NOW THEREFORE**, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) Exhibit A to such Memorandum is amended as follows:

The attached revised Exhibit A is hereby substituted;

- b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

**IN WITNESS WHEREOF**, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.


**LESSOR:**Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: 

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Gordon Hopkins, a Commissioner of Oaths of the Province and District aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of January, 2007.



Commissioner of Oaths

My Commission Expires: July 21, 2009

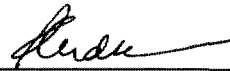


**LESSEE:**

PACIFIC BIOENERGY CORPORATION

Name: Paige Anderson

Title: Sales & Logistics Manager

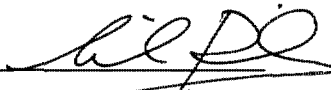
Signature: 

PROVINCE OF BRITISH COLUMBIA

DISTRICT OF —

I, MICHAEL POSNIKOFF, a Commissioner of Oaths of the Province and District aforesaid, certify that Paige Anderson personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25 day of JANUARY, 2007.

  
Commissioner of Oaths

My Commission Expires:

N/A

**MICHAEL J. POSNIKOFF**  
BARRISTER & SOLICITOR  
BULL, HOUSSEY & TUPPER LLP  
#3030, 1055 WEST GEORGIA  
VANCOUVER, B.C. V6E 3R3  
(604) 641-4896

**EXHIBIT A to MEMORANDUM OF LEASE**

NUMBER OF CARS: Fourteen (14)

DESCRIPTION OF CARS: 5161 cu. ft., 286,000 GRL, covered hopper rail cars

CAR NUMBERS:

FURX	845405
FURX	845432
FURX	845436
FURX	845438
FURX	845440
FURX	845459
FURX	845461
FURX	845464
FURX	845469
FURX	845471
FURX	845475
FURX	845477
FURX	845478
FURX	845481